

Partnership or submit to arbitration any dispute or controversy involving the Partnership; or

5. Sell, assign, pledge or mortgage his or her interest in the Partnership.

4. Amendment to Article X. It is the intention of the partners that no mandatory buyouts shall occur under this Agreement. The partners shall have right of first refusal to buy out any partner who chooses to sell his interest, but should any partner retire, die, or otherwise withdraw from the Partnership, there is no obligation on such withdrawing partner to sell or the remaining partners to buy. The Partnership shall be continued unless a majority of partners elect to liquidate.

5. Elimination of Sections 12.2 and 12.3. Article 12, Section 12.2 and Section 12.3 shall be deleted in their entirety so as to allow for the estate of a deceased partner to continue to participate as a partner of the Partnership.

6. Amendment to Article XVII. A new Section 17.1(D) shall be added to read as follows:

D. All remaining proceeds shall be distributed in the same manner as profits and losses.